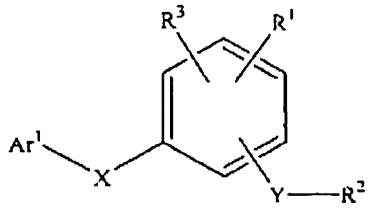
Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

Claim 1 (amended): A compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted phenyl or a substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of $(C_1$-$C_6)$alkylene, $(C_1$-$C_6)$alkylenoxy, $(C_1$-$C_6)$alkylenamino, $(C_1$-$C_6)$alkylene-$S(O)_k$-, -O-, -C(O)-, -$N(R^{11})$-, -$N(R^{11})C(O)$-, -$S(O)_k$- and a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscript k is an integer of from 0 to 2;

Y is ~~a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -N(R^{12})-S(O)$_m$-, -N(R^{12})-S(O)$_m$-N(R^{13})-, -N(R^{12})C(O)-, -S(O)$_n$- and a single bond~~,

wherein

R^{12} ~~and R^{13} are members~~ is independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, $(C_2$-$C_8)$heteroalkyl, aryl, aryl$(C_1$-$C_4)$alkyl, halogen, cyano, nitro, $(C_1$-$C_8)$alkyl, $(C_1$-$C_8)$alkoxy, -$C(O)R^{14}$, -CO_2R^{14}, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-R^{14}, -$S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-OR^{17}, -O-C(O)-R^{17}, -O-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-R^{17} and –$N(R^{14})$-C(O)-OR^{17};

wherein

R^{14} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl, and aryl$(C_1$-$C_4)$alkyl, or

taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R^2 is a substituted or unsubstituted aryl; and

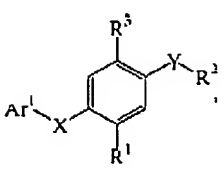
R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C_1-C_8)alkoxy;

or a pharmaceutically acceptable salt of the compound.

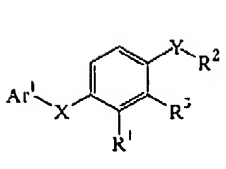
Claim 2 (previously amended): A compound of claim 1, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 3 (original): A compound of claim 2, wherein Ar^1 is a substituted or unsubstituted phenyl group.

Claim 4 (original): A compound of claim 3, represented by a formula selected from the group consisting of



(Ia)



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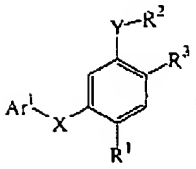

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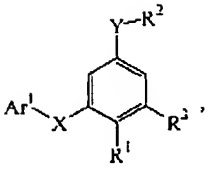

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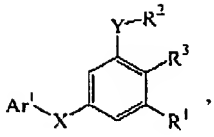
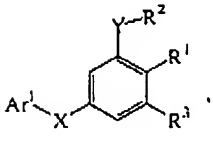


(Ie)



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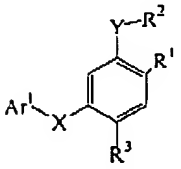
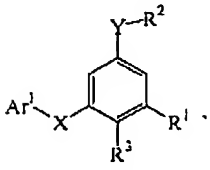
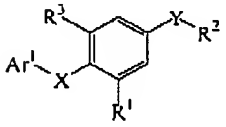


(Ig)



(Ih)



(Ii)

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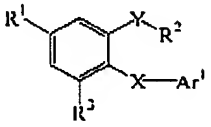
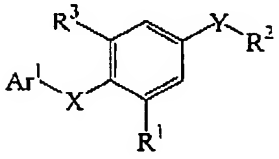


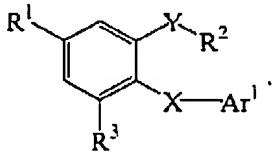
(Ij)

Claim 5 (original): A compound of claim 3, represented by a formula sclected from the group consisting of



(Ii)

and



(Ij)

Claim 6 (amendcd): A compound of claim 5, wherein

X is a divalent linkage selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$, -O-, -C(O)-, $-N(R^{11})-$ and –S-;

wherein

R^{11} is a member selected from the group consisting of hydrogen and (C_1-C_8)alkyl;

Y is ~~a divalent linkage selected from the group consisting of~~ $-N(R^{12})-S(O)_2-$, wherein

R^{12} is a member selected from the group consisting of hydrogen and (C_1-C_8)alkyl;

R^1 is a member selected from the group consisting of hydrogen, halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -$C(O)R^{14}$, -CO_2R^{14}, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-R^{14}, -$S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-R^{17}, and -$N(R^{14})$-C(O)-R^{17};

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, hetero(C_1-C_8)alkyl, aryl and aryl(C_1-C_4)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl and (C_2-C_8)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl and (C_2-C_8)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C_1-C_8)alkoxy.

Claim 7 (amended): A compound of claim 6, wherein X is –O-, -NH- or –S-; Y is -NH-SO_2-; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -$C(O)R^{14}$, -CO_2R^{14}, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-R^{14} and -$S(O)_q$-$NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 ~~substitutents~~ substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, -CF_3, (C_1-C_8)alkyl and -NH_2; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

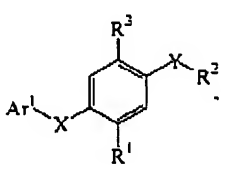
Claim 8 (amended): A compound of claim 7, wherein Ar^1 is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_6)alkyl, -CF_3, (C_1-C_8)alkyl and -NO_2; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and (C_1-C_8)alkoxy; R^2 is a phenyl group having from 0 to 3 ~~substitutents~~ substituents selected from the group consisting of

halogen, $-OCF_3$, -OH, $-O(C_1-C_8)$alkyl, $-C(O)-(C_1-C_8)$alkyl, -CN, $-CF_3$, (C_1-C_8)alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 9 - 14 (canceled).

Claim 15 (original): A compound of claim 2, wherein Ar^1 is a substituted or unsubstituted naphthyl group.

Claim 16 (original): A compound of claim 15, represented by a formula selected from the group consisting of



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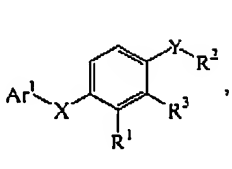

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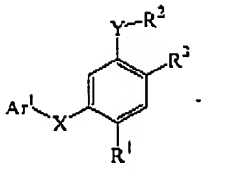

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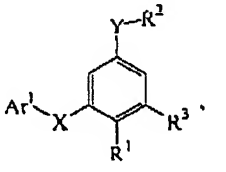

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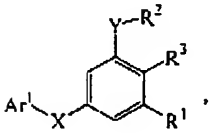

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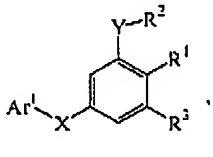
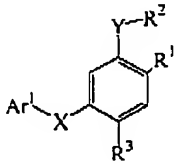


(If)



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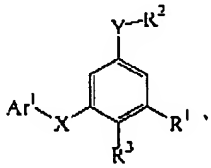
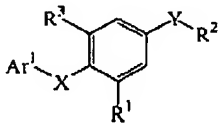
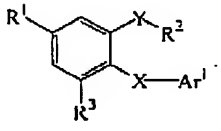


(Ih)



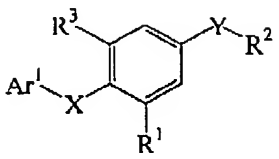
(Ii)

and



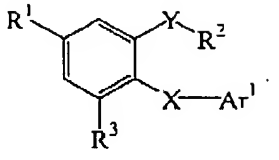
(Ij)

Claim 17 (original): A compound of claim 16, represented by a formula selected from the group consisting of



(Ii)

and



(Ij)

Claim 18 (amended): A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$, -O-, -C(O)-, $-N(R^{11})-$ and –S-;

wherein

R^{11} is a member selected from the group consisting of hydrogen and (C_1-C_8)alkyl;

Y is ~~a divalent linkage selected from the group consisting of~~ $-N(R^{12})-S(O)_2-$,

wherein

R^{12} is a member selected from the group consisting of hydrogen and (C_1-C_8)alkyl;

R^1 is a member selected from the group consisting of hydrogen, halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, -O-C(O)-R^{17}, and $-N(R^{14})-C(O)-R^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, hetero(C_1-C_8)alkyl, aryl and aryl(C_1-C_4)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl and (C_2-C_8)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl and (C_2-C_8)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C_1-C_8)alkoxy.

Claim 19 (original): A compound of claim 18, wherein X is –O-, -NH- or –S-; Y is -NH-SO_2-; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -C(O)R^{14}, -CO_2R^{14}, -C(O)$NR^{15}R^{16}$, -$S(O)_p$-R^{14} and -$S(O)_q$-$NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, -CF_3, (C_1-C_8)alkyl and -NH_2; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 20 (original): A compound of claim 19, wherein Ar^1 is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_6)alkyl, -CF_3, (C_1-C_8)alkyl and -NO_2; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and (C_1-C_8)alkoxy; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, -CF_3, (C_1-C_8)alkyl and -NH_2; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).

Claim 55 (previously presented): A compound of claim 2, wherein R^2 is substituted phenyl.

Claim 56 (previously presented): A compound of claim 7, wherein X is -O-.

Claim 57 (previously presented): A compound of claim 7, wherein X is -S-.

Claim 58 (previously presented): A compound of claim 7, wherein the compound is of formula Ii.

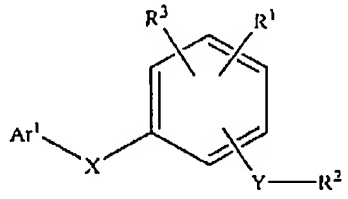
Claim 59 (previously presented): A compound of claim 15, wherein Ar^1 is unsubstituted naphthyl.

Claim 60 (previously presented): A compound of claim 19, wherein X is -S-.

Claim 61 (previously presented): A compound of claim 19, wherein X is -O-.

Claim 62 (previously presented): A compound of claim 19, wherein the compound is of formula Ii.

Claim 63 (amended): A composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of (C_1-C_6)alkylene, (C_1-C_6)alkylenoxy, (C_1-C_6)alkylenamino, (C_1-C_6)alkylene-$S(O)_k$-, -O-, -C(O)-, -$N(R^{11})$-, -$N(R^{11})C(O)$-, -$S(O)_k$- and a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and aryl(C_1-C_4)alkyl; and the subscript k is an integer of from 0 to 2;

Y is ~~a divalent linkage selected from the group consisting of alkylene, O , C(O) ,~~ -$N(R^{12})$-$S(O)_m$~~, $N(R^{12})$ $S(O)_m$ $N(R^{13})$, $N(R^{12})C(O)$, $S(O)_n$ and a single bond~~,

wherein

R^{12} ~~and R^{13} are members~~ is independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and aryl(C_1-C_4)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, (C_2-C_8)heteroalkyl, aryl, aryl(C_1-C_4)alkyl, halogen, cyano, nitro, (C_1-C_8)alkyl, (C_1-C_8)alkoxy, -$C(O)R^{14}$, -CO_2R^{14}, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-R^{14}, -$S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-OR^{17}, -O-C(O)-R^{17}, -O-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-R^{17} and –$N(R^{14})$-C(O)-OR^{17};

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl, and aryl(C_1-C_4)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R^2 is a substituted or unsubstituted aryl; and

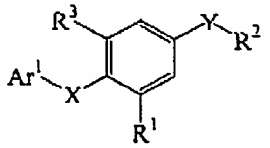
R^3 is a member selected from the group consisting of halogen, cyano, nitro and $(C_1$-$C_8)$alkoxy;

or a pharmaceutically acceptable salt of the compound.

Claim 64 (previously presented): A composition of claim 63, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

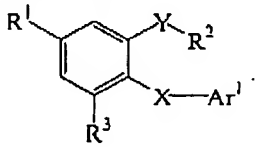
Claim 65 (previously presented): A composition of claim 64, wherein Ar^1 is a substituted or unsubstituted phenyl group.

Claim 66 (amended): A composition of claim 65, wherein the compound is represented by a formula selected from the group consisting of



(Ii)

and



(Ij)

and wherein X is –O-, -NH- or –S-; Y is $-NH-SO_2-$; R^1 is a member selected from the group consisting of halogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, $(C_1$-$C_8)$alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 ~~substituents~~ substituents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1$-$C_8)$alkyl, $-C(O)-(C_1$-$C_8)$alkyl, -CN, $-CF_3$, $(C_1$-$C_8)$alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

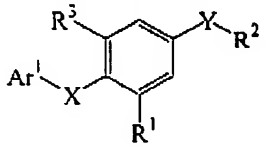
Claim 67 (previously presented): A composition of claim 66, wherein Ar^1 is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1$-$C_6)$alkyl, $-CF_3$, $(C_1$-$C_8)$alkyl and $-NO_2$; R^1 is a member selected from the group consisting of halogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and $(C_1$-$C_8)$alkoxy; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -

OCF_3, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, $-CF_3$, (C_1-C_8)alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

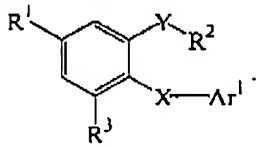
Claim 68 (previously presented): A composition of claim 67, wherein the compound is of formula Ii.

Claim 69 (previously presented): A composition of claim 63, wherein Ar^1 is substituted or unsubstituted naphthyl group.

Claim 70 (amended): A composition of claim 69, wherein the compound is represented by a formula selected from the group consisting of



and



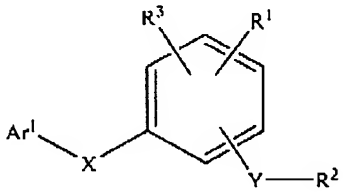
(Ii) (Ij)

and wherein X is –O-, -NH- or –S-; Y is $-NH-SO_2-$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 ~~substitutents~~ substituents selected from the group consisting of halogen, $-OCF_3$, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, $-CF_3$, (C_1-C_8)alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 71 (previously presented): A composition of claim 70, wherein Ar^1 is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, -O(C_1-C_6)alkyl, $-CF_3$, (C_1-C_8)alkyl and $-NO_2$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and (C_1-C_8)alkoxy; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, $-CF_3$, (C_1-C_8)alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 72 (previously presented): A composition of claim 71, wherein the compound is of formula Ii.

Claim 73 (withdrawn; amended): A method for modulating conditions associated with metabolic or inflammatory disorders in a host, said method comprising administering to said host an efficacious amount of a compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of $(C_1$-$C_6)$alkylene, $(C_1$-$C_6)$alkylenoxy, $(C_1$-$C_6)$alkylenamino, $(C_1$-$C_6)$alkylene-$S(O)_k$-, -O-, -C(O)-, -$N(R^{11})$-, -$N(R^{11})$C(O)-, -$S(O)_k$- and a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscript k is an integer of from 0 to 2;

Y is ~~a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -$N(R^{12})$-$S(O)_m$-, -$N(R^{12})$-$S(O)_m$-$N(R^{12})$-, -$N(R^{12})$C(O)-, -$S(O)_n$- and a single bond~~,

wherein

R^{12} ~~and R^{12} are members in~~dependently is selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and aryl$(C_1$-$C_4)$alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, $(C_2$-$C_8)$heteroalkyl, aryl, aryl$(C_1$-$C_4)$alkyl, halogen, cyano, nitro, $(C_1$-$C_8)$alkyl, $(C_1$-$C_8)$alkoxy, -$C(O)R^{14}$, -CO_2R^{14}, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-R^{14}, -$S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-OR^{17}, -O-C(O)-R^{17}, -O-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-R^{17} and –$N(R^{14})$-C(O)-OR^{17};

wherein

R^{14} is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl, and aryl$(C_1$-$C_4)$alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R^2 is a substituted or unsubstituted aryl; and

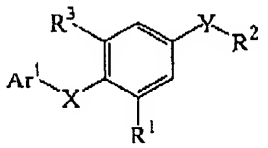
R^3 is a member selected from the group consisting of halogen, cyano, nitro and $(C_1$-$C_8)$alkoxy;

or a pharmaceutically acceptable salt of the compound.

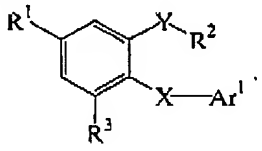
Claim 74 (withdrawn): The method of claim 73, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 75 (withdrawn): The method of claim 73, wherein Ar^1 is a substituted or unsubstituted phenyl group.

Claim 76 (withdrawn): The method of claim 75, wherein the compound is represented by a formula selected from the group consisting of



and



(Ii) (Ij)

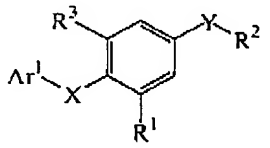
and wherein X is –O-, -NH- or –S-; Y is $-NH-SO_2-$; R^1 is a member selected from the group consisting of halogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, $(C_1$-$C_8)$alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1$-$C_8)$alkyl, $-C(O)-(C_1$-$C_8)$alkyl, -CN, $-CF_3$, $(C_1$-$C_8)$alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 77 (withdrawn): The method of claim 76, wherein Ar^1 is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1$-$C_6)$alkyl, $-CF_3$, $(C_1$-$C_8)$alkyl and $-NO_2$; R^1 is a member selected from the group consisting of halogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl and $(C_1$-$C_8)$alkoxy; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1$-$C_8)$alkyl, $-C(O)-(C_1$-$C_8)$alkyl, -CN, $-CF_3$, $(C_1$-$C_8)$alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

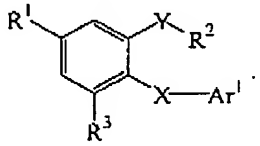
Claim 78 (withdrawn): The method of claim 77, wherein the compound is of formula Ii.

Claim 79 (withdrawn): The method of claim 73, wherein Ar^1 is a substituted or unsubstituted naphthyl group.

Claim 80 (withdrawn): The method of claim 79, wherein the compound represented by a formula selected from the group consisting of



and



(Ii) (Ij)

and wherein X is –O-, -NH- or –S-; Y is -NH-SO_2-; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -C(O)R^{14}, -CO_2R^{14}, -C(O)$NR^{15}R^{16}$, -$S(O)_p$-R^{14} and -$S(O)_q$-$NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, -CF_3, (C_1-C_8)alkyl and -NH_2; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 81 (withdrawn): The method of claim 80, wherein Ar^1 is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_6)alkyl, -CF_3, (C_1-C_8)alkyl and -NO_2; R^1 is a member selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl and (C_1-C_8)alkoxy; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF_3, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, -CF_3, (C_1-C_8)alkyl and -NH_2; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 82 (withdrawn): The method of claim 81, wherein the compound is of formula Ii.

Claim 83 (withdrawn): The method of claim 73, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

Claim 84 (withdrawn): The method of claim 73, wherein said administering is oral.

Claim 85 (withdrawn): The method of claim 73, wherein said disorders are selected from the group consisting of NIDDM, obesity, hypercholesterolemia and inflammatory conditions.

Claim 86 (withdrawn): The method of claim 85, wherein said metabolic disorders are mediated by PPARγ.